

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X	
	:	
In re:	:	Chapter 11
	:	
ZEN JV, LLC, <i>et al.</i> , ¹	:	Case No. 25-11195 (JKS)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	Re: Docket Nos. 28, 110, 194, 205

NOTICE OF FORM TRANSACTION SERVICES AGREEMENT

1. PLEASE TAKE NOTICE that, on June 25, 2025, the above-captioned debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases filed the *Motion of Debtors for Entry of Orders (I) Authorizing and Approving (A) the Bidding Procedures for Sale of the Debtors’ Assets Free and Clear, (B) the Scheduling of an Auction and Sale Hearing, (C) the Form and Manner of Notice of Sales, Auctions, and Sale Hearings, (D) the Notice and Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) the Designation of Stalking Horse Bidders, and (F) the Debtors’ Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Authorizing Designation of Stalking Horse Bidders, and (III) Granting Related Relief*[Docket No. 28] (the “**Motion**”)² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. PLEASE TAKE FURTHER NOTICE that, on July 8, 2025, the Court entered the *Order (I) Authorizing and Approving (A) the Bidding Procedures for Sale of the Debtors’*

¹ The Debtors in these cases, along with the last four digits of each debtor’s federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding LLC (9339); and Military Advantage LLC (9508). The Debtors’ address is 200 N LaSalle Street #900, Chicago, IL 60601.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion, the Bidding Procedures Order (as defined herein), or the Bidding Procedures (as defined herein), as applicable.

Assets Free and Clear, (B) the Scheduling of an Auction and Sale Hearing, (C) the Form and Manner of Notice of Sales, Auctions, and Sale Hearings, (D) the Notice and Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) the Designation of Stalking Horse Bidders, and (F) the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Authorizing Designation of Stalking Horse Bidders, and (III) Granting Related Relief [Docket No. 110] (the “**Bidding Procedures Order**”), which, among other items, approved the bidding procedures attached thereto as Exhibit 1 (the “**Bidding Procedures**”).

3. **PLEASE TAKE FURTHER NOTICE** that, on July 17, 2025, the Debtors commenced the Auction for the Debtors' Assets at the New York office of their proposed counsel, Latham & Watkins LLP, and also via Zoom. The Debtors adjourned the Auction at the end of the day on July 17, 2025 before re-convening and closing the Auction on July 19, 2025.

4. **PLEASE TAKE FURTHER NOTICE** that, on July 19, 2025, the Debtors filed the *Notice of (I) Auction Transcript and (II) Successful and Backup Bids* [Docket No. 194] notifying parties-in-interest of the Successful Bidders and Backup Bidders for the Monster Media Assets, the Monster Government Assets and the Job Board Assets.

5. **PLEASE TAKE FURTHER NOTICE** that, on July 24, 2025, the Debtors filed the *Omnibus Notice of Proposed Orders Approving Sales of Debtors Assets* [D.I. 205], attaching thereto the proposed form of sale orders (the “**Proposed Sale Orders**”).

6. **PLEASE TAKE FURTHER NOTICE** that, the Debtors hereby file the form transaction services agreement (the “**TSA**”).

7. **PLEASE TAKE FURTHER NOTICE** that, a hearing to consider entry of the Proposed Sale Orders and the TSA is scheduled for July 28, 2025 at 2:00 p.m. (ET) before The Honorable J. Kate Stickles, United States Bankruptcy Judge, 824 North Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

Dated: July 25, 2025
Wilmington, Delaware

LATHAM & WATKINS LLP

Ray C. Schrock (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
1271 Avenue of the Americas
New York, New York 10020
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: ray.schrock@lw.com
candace.arthur@lw.com

- and -

Jonathan C. Gordon (admitted *pro hac vice*)
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9767
Email: jonathan.gordon@lw.com

/s/ Clint M. Carlisle

RICHARDS, LAYTON & FINGER, P.A.

Daniel J. DeFranceschi (No. 2732)
Zachary I. Shapiro (No. 5103)
Huiqi Liu (No. 6850)
Clint M. Carlisle (No. 7313)
Colin A. Meehan (No. 7237)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: defranceschi@rlf.com
shapiro@rlf.com
liu@rlf.com
carlisle@rlf.com
meehan@rlf.com

Proposed Co-Counsel for Debtors and Debtors in Possession